

IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
NORTHERN DIVISION

GOFF GROUP, INC., Et al.,

Plaintiffs,

v.

PHOENIX-DURANGO, LLC., et al.,

Defendants,

CIVIL ACTION NO.
CV-2006-00389-SRW

v.

GOFF GROUP, INC., et al.,

Counterclaim Defendants.

ANSWER OF WILLIS NORTH AMERICA INC.

COMES NOW WILLIS NORTH AMERICA INC., one of the Counterclaim Defendants in this matter, and answers the Counterclaim of Phoenix Durango, LLC, as follows:

1. WILLIS NORTH AMERICA INC. admits that it is a Delaware corporation.
2. WILLIS NORTH AMERICA INC. admits that it holds a judgment lien against Goff Group, Inc., one of the Plaintiffs in this matter.
3. WILLIS NORTH AMERICA INC. admits that if Phoenix-Durango succeeds on its claim of judicial foreclosure that WILLIS NORTH AMERICA INC. is entitled to receive any proceeds that might be available to it according to its level of seniority with respect to any other lien holders.

4. None of the other allegations in the Counterclaim are directed toward WILLIS NORTH AMERICA INC. and, therefore, no response appears to be required from WILLIS NORTH AMERICA INC. as to those additional allegations. To the extent that any such response is, indeed, required, WILLIS NORTH AMERICA INC. is without sufficient information to admit or deny such allegations and demands strict proof thereof.

Respectfully submitted,

s/David J. Middlebrooks

David J. Middlebrooks ASB 8553-D58D

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CERTIFICATE OF SERVICE

I hereby certify on this the 22nd day of August, 2006 that I have electronically filed the forgoing with the Clerk of the Court using the CM/ECF System which I will send notification of such filing to the following:

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AND I hereby certify that I have mailed by United States Postal Service the documents to the following non-CM/ECF participants:

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Respectfully submitted,

Respectfully submitted,

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